

EXHIBIT 6

Subject: Star Control Rights Purchase
Date: Wednesday, January 22, 1997 5:49PM

Hi George and Steve,

It was exciting to hear yesterday about your plans for the Star Control franchise! We're delighted that there is so much interest in taking the product line into the future.

Fred and I have put some thought into the offer you proposed yesterday, and based on the proposed sales figures you mentioned we have defined the following response to your offer.

Basic Deal Definition (to recap our conversation yesterday)

Accolade wants to purchase all rights to Star Control I, II and any other "Star Control" products from Paul Reiche.

Accolade agrees that it will pay the Purchase Price to Paul Reiche in quarterly installments over the Payment Period.

At such time that the Purchase Price is fully paid, Accolade will own all rights to Star Control.

If, before Accolade has paid the full Purchase Price, Accolade decides that it does not wish to purchase the rights, Accolade can discontinue paying quarterly installments. If Accolade discontinues payments, the previous contract covering Paul Reiche's "Works" returns to full force with all payments made to Paul Reiche up until that time being treated as advances on royalties for future Star Control projects.

Numbers

Based on the numbers you mentioned for future Accolade projects (as well as how many units the current top PC games are selling), Fred and I feel \$250,000 is a bit low. A single product at our current royalty would well exceed this amount. Consequently, we suggest \$450,000 for all rights to Star Control. Since the figure is higher than you offered, we would consider extending the Payment Period to three years.

Let us know what you think!

Yours in Juffo-Wup,

Paul and Fred

Subject: RE: Star Control Rights Purchase

From: Steve Ackrich <SAckrich@accolade.com>
To: tfb <tfb@crystald.com>
Cc: George MacDonald <GMacDonald@accolade.com>
Date: Fri, 24 Jan 97 16:36:00 PST
Encoding: 110 TEXT

Dear Paul and Fred,

It was a pleasure to finally meet you. I'm sure that given a bit more time we would have found many other people and projects we have in common. We should set up a less formal meeting some time in the near future.

Below are the deal points you sent with some modifications and additions:

Basic Deal Definition

Accolade wants to purchase all rights to Star Control I, II and any other "Star Control" products from Paul Reiche.

Accolade agrees to pay Paul Reiche \$15,000 upon signing of this agreement as an Advance against the Purchase Price.

Accolade begins payments within one year from signing, or the first quarter a new Star Control product is released, whichever comes first, and will continue quarterly payments for a period of two years. Each payment will be one eighth of the Purchase Price minus the Advance. Failure to begin payments will cause the agreement to become void. All rights will revert back to Paul Reiche and the Advance will be against any future royalties.

This does not seem like the time to make a big change to our deal.

Accolade doesn't want to begin paying for the purchase for a year.

Is what you really want an "option" to buy the rights for Star Control?

We seem to have significantly different estimates about what the property is worth.

Why not revisit this deal in a year.

At such time that the Purchase Price is fully paid, Accolade will own all rights to Star Control.

If, before Accolade has paid the full Purchase Price, Accolade decides that

it does not wish to purchase the rights, Accolade can discontinue paying quarterly installments. If Accolade discontinues payments, the previous contract covering Paul Reiche's "Works" returns to full force with all payments made to Paul Reiche up until that time being treated as advances on royalties for future Star Control projects.

Numbers

The \$250,000 number discussed during our visit did not come from thin air and was not necessarily intended as place to begin negotiations. This is the number that makes the most sense for both Accolade and you. It is a guarantee that you will make twice the amount that you will likely make from Star Control 3 (est.\$125,000). It brings the total amount that you will make from this property, since completing Star Control 2, to approximately \$375,000! An extremely lucrative sum!

As you know, anything can happen in the development and publication of a product. Star Control 4 could turn into a disappoint or even fail to ship. This will have a dramatic impact on the value of the entire franchise. Accolade assumes all risk in this situation.

This isn't consistent with the proposed deal. If the product slips or fails in the market, Accolade can simply choose to discontinue payments and return the (potentially devalued) property to us, and deduct all monies paid to us from whatever royalties are earned.

I believe there is a way for us to come to an agreement that compensates you for your work on Star Control and Star Control 2 and allows Accolade the flexibility to effectively maintain the franchise.

Fred and I created Star Control and we own it -- its themes, settings, plot lines, characters, its "essence" as entity unique from any other science-fiction game. SC3 was created with our permission under the terms of our Agreement with Accolade.

I think we are in agreement with the structure and most of the terms. Lets continue these discussions via phone to more quickly come to an agreement. I will give you a call on Monday.

Have a great weekend,

--Steve

From: tfb
To: sackrich; gmacdonald

George MacDonald,11/13/97 3:22 PM,Star Control Deal

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From: George MacDonald <GMacDonald@accolade.com>
 To: "'Paul Reiche III @ Toys For Bob'" <tfb@crystald.com>
 Subject: Star Control Deal
 Date: Thu, 13 Nov 97 15:22:00 PST
 Encoding: 154 TEXT

Howdy,

This email is a follow up to our conversation about licensing your classic Star Control background material for Accolade's new Star Control game.

Currently, Accolade owns the rights to the title Star Control, and you own the rights to the classic background material created for Star Control and Star Control 2. This has created confusion. Every time Accolade considers a new way to utilize the Star Control franchise, we need to factor in a big unknown that includes negotiating with you for new licenses, terms, and payments. This uncertainty makes it harder to get the most out of the property. To help everyone get maximum value out of Star Control, we would like to unify the Star Control license and make a deal where you get a cut of everything that Accolade gets for using the Star Control name, whether it uses the classic background material or not.

How We Got Here?

The Star Control franchise has covered many types of games. The first game was focused on a simple, 2D top down action game and a simple strategy game. The second game kept the action portion, but replaced the strategy game with exploration and adventure elements. The third game kept the action, exploring, and adventure elements, and added a touch of resource management.

In terms of total sales, the most popular of these three games was the first Star Control game with an action focus. Released on the Genesis, PC, C64, and Amiga, it sold around 150K total units. The two adventure focused games were each released on two platforms, but neither exceeded 100K total unit sales.

What Now?

For the fourth game, Accolade is creating a 3D action focused game with a strong universe background. We are providing for strong multi-player play. We will use in engine cinematics, audio, and animated picture in picture windows to help tell the game's story in context with the game's action.

The biggest departures from the past are the elimination of the strategy and adventure game elements and the focus on 3D action space combat. We

George MacDonald, 11/13/97 3:22 PM, Star Control Deal

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think the technology and the audience is ready for a fun, multi-player, accessible, and colorful 3D Star Control action game. In terms of game play, the new game will have more in common with a Wing Commander game than with any previous Star Control game.

We want to include the classic Star Control background as a part of the back story in the new action focused game. As we did in Star Control 3, we would also create additional new background material and continue to expand the Star Control universe.

Why Star Control?

Accolade gets different advantages from using the Star Control name and the classic background in the new game. In the first place, the name has recognition value with the buyers, press, and consumers. In a crowded market, these busy people might give the game a second look because they remember the name fondly from previous games. In the second place, the classic background has some recognition value with the consumers and press who were fans of the previous games. This can help us generate good word of mouth from a dedicated consumer base.

However Accolade already own the rights to the name Star Control. We can get positive name recognition whether we use the classic background material or not. Thus, our main reason to license the classic background material from you is to help create a good initial impression of our game among the Star Control fan base. And our game must be popular far beyond the Star Control fan base to be successful.

Personally, I like the classic background material. I want to watch the future actions of classic races like the Spathi and the Ur-Quan. I think Star Control fans will also enjoy the game more if we can continue to tell these stories.

The Problem.

The problem is that our current arrangement gives Accolade a powerful incentive to drop the classic history. The costs for licensing the classic history are potentially very expensive as the game's sales rise.

Also, the need to re-negotiate the license for every new product complicates product planning. Accolade has every incentive to make a Star Control game using only background material that was new in SC3 and that is created especially for the new game. I don't want to do that, but I believe that Accolade could make a successful game that way.

What I want to do is to create a long term agreement that unifies the licensing of the name and the background, so that you know that you'll

George MacDonald,11/13/97 3:22 PM,Star Control Deal**3**

get a piece of everything we do relating to Star Control and that we have solid license, terms, and costs that don't have to be re-negotiated for every new product. This gives us the maximum ability to get value out of the property, gives you a continuing stream of revenue, and gives the fans the continuing stories they want.

However, before we can make a deal, we both have to understand some facts:

- 1) Star Control 3 was just barely successful enough to convince Accolade management to try again. None of the previous Star Control games has sold enough copies to be highly profitable in the modern game market. The new project will need to have much greater sales for Accolade to continue making Star Control games. If it does not have much greater sales, Accolade will probably stop making Star Control games.
- 2) We have every expectation that the new project will have much greater sales than any previous Star Control game. The new game will be simultaneously published on the PC and the PlayStation. It targets a large, international, action oriented market and it will get much better national and international marketing and distribution than previous titles.
- 3) With each passing game, the classic history becomes a smaller and smaller part of the overall Star Control creative material.

With the new title selling many more copies, and the classic history becoming a smaller part of the Star Control background, it is only fair that the licensing royalty should be reduced. With increased sales, the total revenue generated will still be substantial.

The Deal.

Accolade wants an agreement with you for an exclusive license to use all creative material in Star Control and Star Control II. In return, Accolade will pay you a 1/2% royalty on all net receipts and licenses of Star Control material by Accolade. Upon signing the deal, Accolade would pay you a \$20,000 advance against future royalties.

This does several things. It gets you cash right away for signing the deal. Next year, when the new Star Control game is successful internationally on two platforms, you will earn additional income. Finally, it means that whenever Accolade produces follow up Star Control products, you will continue to receive a cut. We would no longer have any incentive to write your material out of the background. You could be

George MacDonald,11/13/97 3:22 PM,Star Control Deal

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assured that you would get your share of everything Accolade ever gets from Star Control.

What Next?

Once we agree upon business terms, we can work up a contract quickly. Once signed, you'd get your \$20,000 advance and we'd work on utilizing the classic background material in the next Star Control game. As each new game and product came out, you would continue to receive your royalties. This deal can be worth a lot of money to you, with little or no work on your part.

Please consider this offer and get back to me as soon as you can. I would like to wrap up negotiations quickly so we can both get back to completing our respective games. I look forward to hearing from you soon.

George MacDonald
Accolade, Inc.

George MacDonald,11/24/97 12:30 PM,RE: Star Control Deal

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hearing from you soon.

George MacDonald
Accolade, Inc.

From: tfb[SMTP:tfb@crystald.com]
Sent: Wednesday, November 19, 1997 9:46 AM
To: George MacDonald
Subject: Re: Star Control Deal

Hi George,

Fred and I have spent the past few days mulling over our thoughts about the deal you proposed for a permanent solution concerning Star Control development terms. I guess we just don't feel that our work creating the world of Star Control (and its attendant name-recognition) warrant so little in return.

I think I understand your position -- that you don't have much to give us because of the lack of sales in the previous games. I appreciate your affection for the material and your team's faith in Star Control. This means a great deal to us, as does our games' ongoing fandom.

Nonetheless, we think its a better idea for you and your team to move on to an entirely new fiction and style of game, either under the trademark Star Control or an entirely new line. Personally, Fred and I would prefer the latter, but it's entirely up to you, and your team.

Such a split would benefit Fred and myself, because we believe that over the long haul the Star Control universe has value significantly in excess of what you can offer us, and some day we'd like to explore those opportunities. By accepting your proposed deal, we would lose this chance forever.

Thank you, George, for your ongoing support of Star Control, and please express our thanks to the SC4 team as well. I hope that the new vistas which open up in the absence of the SC universe represent to your team an exciting challenge and creative opportunity, and not a bummer.

Thanks,

Paul Reiche and Fred Ford

George MacDonald,11/24/97 12:30 PM,RE: Star Control Deal

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From: George MacDonald <GMacDonald@accolade.com>
 To: tfb <tfb@crystald.com>
 Cc: George MacDonald <GMacDonald@accolade.com>
 Subject: RE: Star Control Deal
 Date: Mon, 24 Nov 97 12:30:00 PST
 Encoding: 85 TEXT

Hello Paul and Fred,

Thank you very much for getting back to me, though I was disappointed by your response. As I said before, I like the classic Star Control material and hoped that Accolade could help keep it alive and in the marketplace.

My email was not intended to close off discussions on the subject of licensing; I assumed my email was the opening of a negotiation and was looking forward to getting a counter proposal rather than a flat denial.

We still intend to use the Star Control name in our upcoming game. It has significant value on its own. To make sure things are clear between us, I'd appreciate it if you could identify the material that we should steer clear of in our game so that we can avoid any conflict with your material.

However, I believe the Star Control property is less valuable to each of us if it is split into pieces. We can all get more from the property if the name and classic background are unified and actively supported. However, it seems to me that once Accolade publishes a highly successful game that connects the Star Control name to a totally new background, the classic background material would seem to decrease in value. I don't think either of us wants that.

I think it is both our interests to maintain the value of the name and the classic background material. I think the best way to do that is to keep the name and material connected in the eyes of the public and to keep it active in the marketplace. Accolade is proposing to do just that with our upcoming games and support material. Do you have a different deal in mind where we can both benefit by working together? If the return on the deal is an issue, lets compare some ball park figures and create a counter proposal. If use of the material is an issue, lets talk about ways to solve it. How do you see yourselves exploiting the classic Star Control background? Would you want to use the title along with the classic background? Help me understand what you want so that we can see if there are ways to craft a deal.

Thank you for taking the time to consider the options. I look forward to

George MacDonald,12/15/97 2:30 PM,Star Control Licensing Proposal

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From: George MacDonald <GMacDonald@mailhost.accolade.com>
 To: "'Paul Reiche III @ Toys For Bob'" <tfb@crystald.com>
 Subject: Star Control Licensing Proposal
 Date: Mon, 15 Dec 1997 14:30:40 -0800
 X-Priority: 3
 MIME-Version: 1.0

Howdy!

Based on our discussion last week, I have crafted a deal that seems to meet both our needs. Look it over and tell me what you think...

If this deal looks like a good basis for negotiations, I'd like to set up a time when you guys could come down to Accolade so we could show you what we're doing. I know the SC4 team would like to meet you and Fred, and we would love to show off the new stuff that we're working on. Would Wednesday work for you guys? You could come down late morning, meet the team, share some lunch, and then talk about the deal afterwards with Steve Ackrich and I. If Wednesday doesn't work for you, please suggest another date and time. I'd love to be able to come to a draft agreement on this before we all break for the holidays.

I look forward to hearing from you soon.

George MacDonald

Both Sides Needs In Licensing the Classic Star Control Background

1) Make sure Toys For Bob feel good about the games we're making. Meet the new development team. Review the project that is underway.

Give Toys for Bob the option, once a quarter, to do a review of the progress of all games using the classic background. Your written feedback will go to the entire team and to the president of Accolade for evaluation.

2) Make sure Accolade doesn't sit on the license.
 If we don't publish anything with the classic background for three years, the license lapses.

If we don't publish anything with the classic background for three years, we offer to negotiate in good faith to license the Star Control trademark to Toys for Bob when you want to use it.

3) Make sure Toys for Bob makes real money if the game is a hit.
 See our royalty terms that follow.

4) Make sure Accolade can plan on using the material in future projects.

Accolade has option to renew the license for new projects at the same terms if we publish a project with the license during the three year term.

The following is a proposal for licensing the Classic Background that fulfills all these conditions:

George MacDonald, 12/15/97 2:30 PM, Star Control Licensing Proposal

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A three year license to publish new games using the Classic Star Control background. Once a game is published, Accolade can continue to distribute it in perpetuity under the terms of the license. If during the three year term of the license, Accolade publishes a product using the Classic Star Control background, Accolade has the option to renew the license for three more years under the same terms.

Accolade will pay a base royalty rate until net receipts reach an estimated break even level, then we will pay a substantially higher royalty percentage on additional net receipts.

Including development, manufacturing, and marketing costs, lets assume the first SKU needs net receipts of \$3M to break even. Assume subsequent SKUs of the same game need an additional \$2M in net receipts to break even.

As we are doing 2 SKUs (PC and PSX) on SC4, the deal we suggest is

\$20,000 advance against royalties (to seal the deal).
 1% of product net receipts till break even (\$5,000,000)
 3% of product net receipts over break even (\$5,000,000).
 5% of all non-product net licensing receipts.

Product Revenues:

A percentage of Accolade's net receipts = gross receipts - cost of sales and licenses (EA, Sony, etc.)

This includes domestic, international, and OEM revenues derived from sales of computer and video game products.

Non-product Revenues:

A percentage of Accolade's net receipts = gross receipts - licensing costs.

This includes all revenues derived from licensing the Star Control property for non-computer and video game products.

For Example:

Our target sales for a good product without TV advertising is about \$6,000,000 in net receipts.

You would receive \$80,000 from such a project.

Our target sales for a great product released at the holiday season with major TV advertising is about \$12,000,000 in net receipts.

You would receive \$260,000 from such a project.

Our non-product licensing target is about \$100,000 in net receipts.

You would receive an additional \$5,000 from such a project.

With this plan, if our product has the quality and timing to deserve major TV advertising, you would earn an amount greater than our original buy out offer. Plus you will still have a royalty stake in all future Star Control games using the Classic Background. If our products do well, but is not a big enough hit to get major TV advertising, you will still earn a substantial fee. Plus, you have the right to review the project on a quarterly basis and to make sure your voice is heard by the team and by Accolade management. If Accolade ever withholds publication of new Star Control products for 3 years, then we loose our chain of options and promise to negotiate in good faith so that you can license the Star Control trademark from us.

George MacDonald,12/15/97 2:30 PM,Star Control Licensing Proposal

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I think this plan covers all of the major concerns you have addressed, while still allowing Accolade to plan for future Star Control projects. If you like this deal, like the development team, and like the new project we are building, I think we can work together.

George MacDonald
Accolade, Inc.
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San Jose, CA 95129

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Email: gmacdonald@accolade.com

Paul Reiche III
Toys for Bob
1701 Novato Blvd. #300
Novato, CA 94947

Phone: 415-898-1060
Fax: (415) 898-2490
Email: tfb@crystald.com

March 19, 1998

Dear Paul,

Howdy! To facilitate the closing of our agreement, I am enclosing two signed copies of the addendum. I think this agreement fully addresses all the business points that we agreed to. Please look it over, sign both copies, and return one to Accolade. As soon as we get the signed copy in return, we will send our initial advance of \$10,000.

I hope your other projects are going well. I am glad that we have been able to come to a mutually acceptable agreement.

Yours,



George MacDonald
Senior Producer
Accolade, Inc.

Inc: 2 Copies of Addendum #3